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(takes 1-161)
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MY LITTLE PONY
Season 7

Shadow Play - Part 2
Ep 726

LOCKED SCRIPT

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Outline:	Josh Haber
Teleplay 1st Draft:	Josh Haber
Teleplay 2nd Draft:	Josh Haber
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*
pitch Rockhoof
down 1 semi-tone

We need to
pick-up Tara Strong
as Twilight
1

AS Recorded
November 9, 2016
@ D&R
(takes 162-215)

TEASER

SC 1 - MONTAGE

Re-cap Part I in a "Previously on My Little Pony" montage ending with the reveal of the PONY OF SHADOWS. Off Twilight's horrified expression we...

END TEASER

MAIN TITLES

ACT ONE

SC 2 - EXT. PONHENG - RESUME

Twilight and the rest stare up, terrified, at the horrifying Pony of Shadows, who continues to <LAUGH>.

1 PONY OF SHADOWS
Your pitiful attempt to imprison me
has failed, Starswirl!

Starswirl tries to power up his horn but he's too depleted. He looks to Twilight as the rest of the Mane Six and Spike help the other exhausted Pillars up.

2 STARSWIRL
You must return us to limbo. It's
the only way to stop him.

3 TWILIGHT
I can't. I only figured out how to
bring you back.

Twilight looks to Starlight, then to Sunburst-- who desperately fans through the journal.

4 SUNBURST
Working on it...No table of
contents...

5 PONY OF SHADOWS
Allow me to assist.

With that, the Pony of Shadows sends a blast of darkness, like a dark lightning bolt, to the center of Ponhenge. It blasts out, CRACKING EVERY PEDESTAL. The Pillars attempt to shield their corresponding Mane 6 ponies.

4
 6 PONY OF SHADOWS (CONT'D)
 There. Without the power of
 Ponhenge, your banishing spell is
 useless.
 Starswirl looks horrified - this is bad. To Twilight:
 7 STARSWIRL
 You have studied my writings.
 Surely you have some other plan. 8 9 10 B 11 12 13 14 AB
 Twilight sees the hope in his eyes...And feels horrible to
 let her idol down. 163 AB
 8 TWILIGHT
 No. I just wanted to save you, I
 didn't think-- 164
 The Pony of Shadows <LAUGHS> again.
 4
 9 PONY OF SHADOWS
 Obviously. (then) Don't fret. When
 I extinguish the light and hope of
 this miserable world... You won't
 remember any of this.
 The Pony of Shadows sends a BLAST of DARKNESS at Twilight!
 163 AB
 10 TWILIGHT
 No!
 165
 10A she instinctively defends herself with a BLAST of her own.
 The two beams meet with a CRASH of light and darkness,
 perfectly balanced.
 The Pony of Shadows looks down, surprised.
 4
 11 PONY OF SHADOWS
 This one is almost as strong as
 you, Starswirl. But even in my
 weakened state, she cannot stop the
 might of the shadows! 19 X
 The Pony of Shadows redoubles his efforts and the beam of
 dark energy moves toward Twilight. Suddenly a SECOND BRIGHT
 BEAM OF MAGIC joins in, pushing the darkness back.
 REVEAL - Starlight, adding her own magic to the fight.
 4
 12 STARLIGHT
 Lucky for her, she's not alone.
 Quickly, the two bright beams push the darkness back and
 BLAST the Pony of Shadows who shouts in pained frustration.

④ 13 PONY OF SHADOWS
<ARRGGGHHH>!

Starswirl looks on, impressed, despite himself. He gazes up at the Pony of Shadows.

\$ 14 STARSWIRL
Know this, fiend. We will not rest until we find a way to return you to limbo.

15 16 ①⑦
| | |

The Pony of Shadows snarls--

④ ⑤ 15 PONY OF SHADOWS
Never. Your days of glory are through, Starswirl. Now my dark power will reign, and you six will bow to me!

With that, the Pony of Shadows' entire form changes to dark energy as he shoots into the sky and disappears.

⑥ 21 22 16 RAINBOW DASH
Um... Where'd he go?

17 SOMNAMBULA
That is a riddle we must unravel. And quickly.

②④
|

②② 18 PINKIE PIE
On it!

Pinkie takes her literally and begins looking, zipping from a stone, to Apple Jack, to Starswirl's hat, lifting and peeking under them...

②② 19 PINKIE PIE (CONT'D)
Nope. Not here. Nope.

As Pinkie continues searching, the Pillars look around at the overgrown ruins.

②③ 20 MEADOWBROOK
How long have we been gone?

②① 21 FLUTTERSHY
A thousand years. (off the Pillars' looks of shock) More or less.

22 STARSWIRL
Then my spell worked--before it was meddled with--

②⑤
↓

He casts a side-eye to Twilight, and she winces.

21 22

23 STARSWIRL (CONT'D)
--and the realm has been at peace
for a millennia!

(25)

Pinkie zips back in to add--

(22)

24 PINKIE PIE
Weeeeell... we did have to save
everypony from Nightmare Moon, and
Discord, and Chrysalis, and King
Sombra, and Lord Tirek, and there
was that one time when Starlight
traveled through time and almost
destroyed life as we know it! But
that's all in the past.

29

(27)

They all look at Starlight who gives a little wave.

(22)

25 STARLIGHT
Hi.

The other Pillars regard the Mane Six, impressed.

26 FLASH MAGNUS
If you are truly this accomplished,
we will stop the Pony of Shadows
twice as fast together.

26 (27)

Starswirl looks at the Mane Six and friends, condescending.

27 STARSWIRL
We shall see. It is an easy thing
to say you have saved the world. It
is quite another to do it.

(28)

(22)

28 RAINBOW DASH
Oh, we've saved the world, beardo.
And we can do it again.

29 STARSWIRL
(like a pat on the head)
Be that as it may, the problem of
locating the Pony of Shadows
remains, and this land is vast.

30 RARITY
It sounds like you need a map.
Luckily, we have just the thing.

(22)

Off Starswirl's look of intrigue...

SC 3 - INT. TWILIGHT'S CASTLE - THRONE ROOM - DAY

Rarity leads Starswirl and the rest in. Starswirl considers the map for a moment.

Twilight

13AB

30

31

32

31 STARSWIRL
Something about this magic seems familiar...

Starswirl shoots a beam of magic at the map. The entire thing glows and an image of the Tree of Harmony rises out of it.

32 RARITY
(sotto to Twilight)
Did you know he could do that?

33 TWILIGHT
(sotto back)
He's Starswirl! He can do anything!

11AB 172

Starswirl doesn't hear this, but nods, pleased to realize:

30

32

34 STARSWIRL
This map and, indeed, this very castle are grown from the seed we planted a thousand years ago.

35 ROCKHOOF
Then it did work! - pitch down 1 semi tone

36 SUNBURST
What worked?

37 SOMNAMBULA
Each of us infused a crystal seed with our magic in hopes that it would grow into a force for good.

38 MISTMANE
We wanted to leave something to protect the realm in our absence. But we never dreamed our gift would become so powerful.

39 APPLEJACK
Hold up. Y'all mean the elements came from you?

The Pillars share confused looks. Pinkie explains:

40 PINKIE PIE
You know, the sparkly crystal things that grow from the Tree of Harmony and represent each of us?

As Pinkie lists the Elements, we go around the table. Each of the Mane Six stands beside their throne and their element lights up (as in MLP501).

41 PINKIE PIE (CONT'D)
Laughter. Honesty. Generosity.
Loyalty. Kindness. And magic!

42 SOMNAMBULA
The reflections of our own elements
of hope, strength, beauty, bravery,
healing, and sorcery.

As Somnambula speaks, she and the other Pillars each move to stand proudly next to their corresponding pony / element.

43 MEADOWBROOK
We had no idea our small seed would
bloom into the living spirit of the
land. I am glad our mantles have
passed to such capable ponies.

Meadowbrook smiles at Fluttershy, who blushes and beams. But Starswirl is excited about...

44 STARSWIRL
More importantly, we no longer need
Ponhenge to send our foe back to
limbo. We can use the stored magic
in this "Tree of Harmony."

Twilight is not thrilled with this idea, but doesn't want to go against her idol. Tentative:

45 TWILIGHT
But...Doesn't a banishing spell
take a lot of power? We'd have to
sacrifice the elements for that.

Starswirl nods. Fluttershy looks worriedly at the throne elements.

46 FLUTTERSHY
Oh no! They'll be gone...Forever?

47 TWILIGHT
Starswirl...I don't think the Tree
can survive without the elements.
If it dies, Equestria will suffer.

48 STARSWIRL
If the Pony of Shadows has his way,
your land will not exist. So unless
you have a better idea...?

49A 178 179 Twilight shakes her head in reply, dispirited.

Starswirl shoots magic at the map. The image of the tree fades and swirls of darkness appear over different map areas.

30 33 49 STARSWIRL (CONT'D)
Our foe will seek dark places from which to draw power. I will prepare my spell, so that we may strike as soon as you find him.

50 RAINBOW DASH
C'mon! What are we waiting for?

51 FLASH MAGNUS 34 35 36
I like your spirit!

51A As the others all nod with grim determination, Twilight slips out. Starlight watches her go with concern.

SC 4 - INT. TWILIGHT'S CASTLE - LIBRARY - SOON

Books are piled everywhere. A dispirited Twilight moves between the stacks, then to the shelves where she pulls down more. Spike hands her one.

42 43 52 SPIKE
What about this one?

179 180 53 TWILIGHT
Sea Pony etiquette isn't going to help right now, Spike.

Starlight peeks her head in the room and TAKES at the books.

42 43 54 STARLIGHT
Twilight? Are you okay?

179 180 55 TWILIGHT
I just unleashed ultimate evil and doomed Equestria because I was obsessed with meeting my idol. Why wouldn't I be okay?

42 43 56 STARLIGHT
You didn't know that would happen.

179 180 57 TWILIGHT
No, but I should have listened to you and left things alone. Now the elements of harmony will be lost to fix my mistake!

STA



Twilight flies to a high shelf and struggles to pull down an especially heavy book. It drops suddenly and Spike catches it with some difficulty.

42 (43)

58 STARLIGHT
Maybe there's another way...

59 SPIKE
If there is, Twilight will find it.

Spike sets the book in front of them and Twilight flips through the pages.

179 180

60 TWILIGHT
Portal gate...Portal keys...Portal spells -- YES! If the Pillars can hold open the gateway to limbo, a powerful pony can do the banishing spell herself! Do you know what this means?

(183) (184)

42 (43)

61 SPIKE
(rubs his lower back)
I can stop carrying books?

179 180

62 TWILIGHT
The Pillars don't have to leave Equestria! Even though we'll lose the elements, we'll have the ponies that created them. And the Pony of shadows will be banished for good!

(183)

42 (43)

63 STARLIGHT
That's great... But I was thinking of another way that maybe doesn't involve "banishing" at all?

(44)

Twilight shakes her head.

179 (180)

64 TWILIGHT
Starswirl knew what he was doing when he cast that spell.

Twilight starts transcribing onto a long piece of parchment from three books at once.

65 TWILIGHT (CONT'D)
If I can make it even better...Maybe he'll see I take magic as seriously as he does.

Off Starlight giving Twilight a concerned look...

TRANSITION TO:

SC 5 - EXT. STREET (MANHATTAN)- NIGHT

Rockhoof down
1 done

Somnambula stands in a street looking up in awe at something off screen. Applejack and Rainbow Dash lead Rockhoof and Flash Magnus into frame.

46 47 48

66 ROCKHOOF
It seems the dark places Starswirl indicated on the map have changed.

49

67 APPLEJACK
I bet the Pony of Shadows woulda loved the Ghastly Caverns--before 1000 years of erosion turned it into the Ghastly Gorge...

Fluttershy and Rarity, in full cowgirl regalia, walk in from the other direction, leading Mistmane and Meadowbrook.

68 FLUTTERSHY
The "Appeloosian Wastes" sure sounded dark and desolate.

69 RARITY
Who knew they would become such a popular square dancing destination?

They all notice Somnambula still looking up in wonder and follow her gaze.

70 PINKIE PIE (O.S.)
And I get how this part of Equestria used to be cast in eternal night where the Pony of Shadows could draw power and wreak havoc while ponies were powerless to stop him, but...

50 51

PULL WIDE to reveal... They're all standing in the middle of the BRIGHTLY LIT STREET looking up at Pinkie's face which appears (Times-square-style) in the lights of one of the giant marquees.

46

71 PINKIE'S GIANT LIGHT FACE
...it's kinda made a comeback.

As they all stare up, Pinkie's face continues to look around.

49

72 PINKIE'S GIANT LIGHT FACE (CONT'D)
Don't see any giant shadow ponies around here. Did I mention it's really bright?!

TRANSITION TO:

SC 6 - INT. TWILIGHT'S CASTLE - MAP ROOM - DAY

Starswirl and the rest of the Pillars stand with Sunburst and the Mane Five (no Twilight) looking down at the map.

52 (54) 73 STARSWIRL
It seems there are fewer dark corners in the realm these days.

74 RAINBOW DASH
Isn't that a good thing?

75 FLASH MAGNUS
True. The Pony of Shadows will have a hard time regaining power. When he rears his head, we'll be ready!

(54) 76 FLUTTERSHY
Isn't there some way to banish him without all of you leaving?

77 MEADOWBROOK
I wish there were. But to save our home, we are willing to leave it.

77A Suddenly, Twilight bursts in, excited. Spike and Starlight follow close behind.

186 (187) 78 TWILIGHT
I don't think you'll have to!

She floats the parchment she's been working on to Starswirl.

79 TWILIGHT (CONT'D)
My spell isn't finished yet, but I think we can send The Pony of Shadows to limbo without all of you having to go ~~too~~ as well!

Starswirl barely glances at the parchment. Condescends--

52 54 80 STARSWIRL
While I appreciate your enthusiasm, Twilight, this is hardly the time to take risks on half-baked spells.

80A (188) Crestfallen, Twilight's expression drops, but the others quickly gather around her.

81 APPLEJACK
Begging your pardon, Mr. The Bearded. But Twilight doesn't do anything half-way.

↓ ↓
 52 54

82 PINKIE PIE
 Especially not magic!

83 RAINBOW DASH
 Seriously! She got her wings by
 finishing one of your spells.

84 RARITY
 Her work is certainly worth reading
 before you dismiss it out of hoof!

84A Mage Meadowbrook walks over and scans the scroll. She nods,
 impressed at what she sees. Twilight looks hopeful.

85 MEADOWBROOK
 While it is an unconventional
 approach, I believe it could work.

Starswirl turns to actually read the scroll. Thoughtful:

86 STARSWIRL
 Hm. I suppose there is a chance...

Starswirl points to the map.

87 SUNBURST
 ...but we still have no idea where
 to find the villain.

Suddenly a surge of energy flows out of the map -- like the
 cutie mark alert, only more so. When it fades each of the
 Mane Six's cutie marks hover over a single spot.

Spike pulls himself up to the map and looks down.

88 SPIKE
 Maybe we should try there.

END ACT ONE

ACT TWO

SC 7 - INT. TWILIGHT'S CASTLE - MAP ROOM - RESUME

The whole group stares down at the map, perplexed. Applejack
 leans forward for a closer look.

89 APPLEJACK
 The Hollow Shades. I think a branch
 of the Apple family lives there.

67 (68)

90 SUNBURST
They'd have to be pretty distant.
The Hollow Shades was abandoned
eons ago. No pony knows why.

Rarity looks at their cutie marks hovering over the spot.

91 RARITY
That's odd. The only time the map's
called all of us to one place was
Starlight's village.

(74)

Starlight looks up at this.

92 RAINBOW DASH
So it's like a super-villain
tracker! (to Starlight) No offence.

75 (76)

Starlight frowns. Twilight turns to Starswirl.

(190) (191) (192)

93 TWILIGHT
Do you think the map could be
trying to tell us where the Pony of
Shadows is?

Starswirl's horn glows as he walks around the map.

67 68

94 STARSWIRL
Tree of Harmony acting to protect
the light of the realm...Yes, a
good thought, Twilight.

77 78 79 80 (81)

Twilight practically glows under Starswirl's praise.

(69)

95 STARSWIRL (CONT'D)
(re: the parchment)
I will make my notes on this spell.
(then) Ready yourselves for battle.

But before Starswirl can exit, Starlight steps forward to
block his path. She addresses all the Pillars:

96 STARLIGHT
I know I'm not as experienced as
all of you, but is banishment
really the only option? I mean,
it's been a long time. Maybe the
Pony of Shadows is ready to talk.

97 STARSWIRL
I doubt we can save our homeland
with a conversation.

67 68 69 98 STARLIGHT
But we could try.

Twilight is embarrassed. She tries to corral her friend:
193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000

99 TWILIGHT
Starlight, I'm sure Starswirl and the others did try +1000 years ago.

100 STARSWIRL
(nods) The Pony of Shadows was not interested in reconciliation. Once a villain, always a villain.

101 STARLIGHT
Actually...

Starswirl cuts her off, levitating the parchment.

102 STARSWIRL
Twilight, Sunburst, would you accompany me? I wish to refine this spell for our use.

Twilight and Sunburst are thrilled. Starlight frowns as Starswirl turns and heads out, levitating the parchment, with Twilight and Sunburst following close behind.

Rockhoof turns to the Pillars and the rest of the Mane 5.

103 ROCKHOOF
Come. We must prepare for the struggle ahead.

As they start to leave, Starlight hangs back to tell Spike:

104 STARLIGHT
I know Starswirl is a great wizard, but this whole plan seems wrong. The map's only ever sent us to solve friendship problems.

105 SPIKE
Maybe so, but the Pony of Shadows doesn't really seem like the friendship type.

106 STARLIGHT
Honestly, I can't say what he is. We don't know anything about him.

107 SPIKE
No pony does.

Starlight points at the Pillars as they head out of the room.

67 (61) 108 STARLIGHT
That's not entirely true.

Off Spike, curious.

SC 8 - EXT. TWILIGHT'S CASTLE - DAY

Outside, the Pillars prepare for battle, the Mane 5 helping their corresponding element. AJ holds Rockhoof's shovel while he sharpens it, Flash Magnus and RJ polish his shield, etc.

Starlight walks up to them, Spike following behind.

92 (72) 109 STARLIGHT
You all knew the Pony of Shadows before he became what he is now. You must've been friends. So what happened?

The Pillars exchange sad, meaningful looks.

110 ROCKHOOF
The tale of our rift is a sad one.

Pitch - 1 semitone

As Rockhoof's voice shifts to V.O. we...

TRANSITION TO:

SC 9 - EXT. VILLAGE - FLASHBACK

STYGIAN, a smallish, gray pony, looks on in horror at a rolling TEMPEST: the SIRENS (est. MLPEG2) drain magic from his small village. Determined, he lowers his head and races away from the village.

111 ROCKHOOF (V.O.)
Stygian was a pony like the rest of us-- though more scholar than hero. He recognized our emerging world would need champions to defend it.

Pitch - 1 semitone

89 90 11 Stygian charges BACK TOWARD the village, then pauses to make a "follow me!" gesture. Behind him, the PILLARS follow his lead toward the village.

But the Pillars scatter as the Sirens attack with a BLAST of SONG MAGIC. Stygian dives behind a rock and watches as--

FLASH MAGNUS - deflects the blast with his shield.

111C

ROCKHOOF - uses his shovel to toss rocks skyward, which the Sirens break apart with more SIREN SONG BLASTS.

MISTMANE - restores damaged parts of the town - fixing broken trees and cracked walls.

MEADOWBROOK - tends to injured TOWNSFOLK.

SOMNAMBULA - flies rings around the Sirens while...

STARSWIRL - magically opens a PORTAL that sucks them in.

Through it all Stygian watches from the sidelines, terrified.

82 83

112 FLASH MAGNUS (V.O.)
He may have gathered us together,
but he, himself, was just an
ordinary unicorn who soon grew
jealous of our abilities.

SC 10 - EXT. PONHENG - FLASHBACK

The Pillars arrive at Ponhenge to find Stygian arranging each of their artifacts on the dais. He looks at them guiltily.

113 MISTMANE (V.O.)
He stole objects from each of us -
artifacts to use in a spell.

114 MEADOWBROOK (V.O.)
And we cast him out for it.

MOMENTS LATER

The Pillars scowl at Stygian as he walks away dejected.

115 SOMNAMBULA
We always thought he'd return and
seek forgiveness...

MUCH LATER

Stygian, now turned into the PONY OF SHADOWS, towers over the Pillars who look up at him in terror.

116 SOMNAMBULA (CONT'D)
But when we saw him again, his
heart was bent on revenge. He
dashed even my hope of saving him.

The Pillars face off against the Pony of Shadows and as their magic meets we...

84

85 86 87 88

END FLASHBACK

SC 11 - EXT. TWILIGHT'S CASTLE - RESUME

Sunburst and Spike listen, wrapped.

9394 (95)

117 SPIKE
Well, I'm convinced. He's a bad
guy.

Starlight ignores him.

118 STARLIGHT
But why did he steal the artifacts
from you? What spell were they for?

(96)

119 MEADOWBROOK
No doubt it was an enchantment to
take our powers for himself.

Off ~~Starlight~~, considering...

SC 12 - INT. TWILIGHT'S CASTLE - LIBRARY - DAY

Starlight enters to find Twilight, Sunburst and Starswirl
working furiously, books flying everywhere, magical equations
on the chalk board, etc.

120 STARLIGHT
That looks like a lot of work.

B

121 STARSWIRL
It is what must be done, and it
would be best if we were not
disturbed.

Off Starlight's dejected expression--

(95) (96)

122 TWILIGHT
I'm sorry, Starlight, but we can't
stop to talk, the stakes are too
high and we have to--

93 96

123 STARLIGHT
Banish Stygian to limbo. I get it.

Sunburst looks at Starlight, confused.

(96)

124 SUNBURST
Who?

(97)

Starswirl answers without looking up from the parchment he's working on.

93

(96)

125 STARSWIRL
Stygian was the name the Pony of Shadows gave up when he turned to darkness.

126 STARLIGHT
And I'm just trying to figure out why.

127 STARSWIRL
Envy. He wanted more power than he had, and that desire led him down a path from which there is no return.

98 (99)

128 STARLIGHT
I know from experience that's not always true. (to Twilight) When the map called you six to my village, it was for a friendship problem. Are you sure this is different?

(96)

Twilight stops, like the thought hasn't occurred to her.

129 TWILIGHT
I...

197A3 198 199

93 96

130 STARSWIRL
Stygian wants to destroy all that is good in this world. There's no way to befriend a pony like that.

100 101 102 (103)

Starswirl exits. Starlight looks to Twilight, saddened.

131 STARLIGHT
I guess I'm lucky your idol wasn't around when you decided to be my friend. I might've been banished to limbo too.

104 105 106 (107)

With that, Starlight exits. Off Twilight considering her student's words we...

END ACT TWO

ACT THREE

SC 13 - INT. CAVE OF HARMONY - DAY

Starswirl, the other Pillars, the Mane Six, Spike, Sunburst, and Starlight all stand before the TREE OF HARMONY. The Pillars look up at it in awe.

108 109
132 SOMNAMBULA
I am glad we have the chance to see
what has grown from our efforts so
long ago.

133 MISTMANE
It seems a shame to harm it.

134 STARSWIRL
A necessary sacrifice. With the
elements' power, we will bind the
Pony of Shadows in limbo. And
thanks to Twilight, we will remain
to watch over the realm ourselves.

Twilight smiles under his praise. But she casts a torn look
to Starlight, who is downcast.

109
135 FLASH MAGNUS
Then let us begin. There isn't a
moment to spare.

~~135A~~
Starswirl nods, and his horn glows with magic that he points
toward The Tree of Harmony. The elements drift out to their
M6 component, where they become their amulets.

136 ROCKHOOF
How do we use them?

137 RARITY
I'm not sure. They simply work for
us.

138 STARSWIRL
The elements are attuned to you.
We must use their magic in pairs.

The Pillars move to their corresponding ponies.

109
139 RAINBOW DASH
No problem. We're used to
banishing evil before breakfast.

~~139A~~
Rainbow Dash hoof-bumps Flash Magnus.

140 APPLEJACK
And it'll be a honor to save
Equestria with y'all.

Applejack tips her hat to Rockhoof. He nods back.

Off to the side, a worried Starlight murmurs to Spike--



141 STARLIGHT
I really hope Twilight knows what
she's doing...

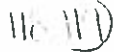
Off Starlight's foreboding expression we...

DISSOLVE TO:

SC 14 - EXT. THE HOLLOW SHADES - PERPETUAL NIGHT

The group arrives to the outskirts of the village to discover the forest around has grown gnarled and dense. Scary-looking trees have interwoven their thick, dark branches, completely blocking the light from above.

Twilight, and the other unicorns charge up their horns to light their way. Rarity turns to Sunburst.



142 RARITY
I think I understand why this
settlement was abandoned.

143 SUNBURST
I don't remember reading anything
that said the Hollow Shades was
like this.

144 MISTMANE
The Pony of Shadows must have
twisted it to his purposes.

145 FLASH MAGNUS
In this darkness, his powers will
quickly reach full strength.

They walk through what's left of the abandoned village to see all the structures have been overgrown by dark branches.

They travel to the center of the settlement. There's a stone-lined hole in the ground (like an ancient Roman well). A rush of air comes up from it making an eerie <MOAN>.

As the group circles the well, all the unicorns' horns dim. Starswirl looks to the group, grim.

146 STARSWIRL
He is here.

He turns to Twilight and the rest of the Mane Six.

118 119

147 STARSWIRL (CONT'D)
Prepare yourselves.

120 A B C D (121)

Starswirl steps to the edge of the well and shouts down.

(119)

148 STARSWIRL (CONT'D)
Stygian! Show yourself and face us!

Suddenly the ground beneath them starts to shake. Villainous <LAUGHTER> fills the town square as the well ERUPTS shooting a plume of darkness into the air.

The <LAUGHTER> continues as the darkness falls and coalesces into the form of the Pony of Shadows.

149 PONY OF SHADOWS
Well, well, well, Starswirl. I see
you were able to find me. Though
it's a feat you'll soon regret!

The ground quakes violently. Fissures form in the ground beneath their feet and before anypony can react, the entire group falls through to...

SC 15 - INT. WELL OF SHADE - CONTINUOUS

They all land in an underground cistern (think Basilica Cistern in Turkey), streams of darkness swirl beneath their hooves like water.

Sunburst looks around as they all struggle to their feet.

127 128 (129)

150 SUNBURST
I definitely would have remembered
reading about this.

Menacing <LAUGHTER> comes from all around them.

151 PONY OF SHADOWS (O.S.)
Welcome to the Well of Shade!
The darkness here is as old as
time.

Starswirl lights his horn and the others look out to see vague, swirling, pony-like shapes rise up from the streams of darkness around them.

The Pony of Shadows <LAUGHS> as the shadows close in.

152 PONY OF SHADOWS (CONT'D)
When you turned your backs on me, I
discovered this place.
(MORE)

128 129 130

PONY OF SHADOWS (CONT'D)

The darkness spoke to me of a power beyond any I could imagine-- and I listened.

As the darkness closes in, Starswirl, Twilight and the rest send out a BLAST of magic, creating a DOMED SHIELD OF LIGHT.

130

PONY OF SHADOWS (CONT'D)

The shadow and I became one. And together, we claimed the land above. Soon all of the realm will be the same: dark, hopeless, and unforgiving. Then all ponies will feel the despair I did when you cast me out!

The shadows slam against the shield, which dims with each impact as Starswirl struggles to maintain it.

154 STARSWIRL

We did what we had to do. You took our artifacts! You tried to steal our powers for yourself.

The Pony of Shadows BLASTS the shield, dimming it further and growing LARGER as he drains its light.

155 PONY OF SHADOWS

No. It was you who were selfish. And now, you will pay!

The Pony of Shadows BLASTS at the shield again and some of the shadows break through. As they whip around Twilight, Starlight sends a blast that pushes them back through the magical barrier. She turns to Twilight.

156 STARLIGHT

Are you still sure this isn't a friendship problem?

With another BLAST of shadow magic the shield starts to collapse. Starswirl turns to the others--

157 STARSWIRL

Ready? Open the portal...NOW!

As the shield collapses, the Mane 6 and the Pillars tap into the magic of their elements. COLORED LIGHT (coded to each element) flows from the Mane 6 to their Pillar. The Pillars blast the light to a single point, where it expands to form a RAINBOW GATEWAY, with the oblivion of LIMBO BEYOND.

The Pony of Shadows hisses and draws back in rage.

128 (130)
 158 PONY OF SHADOWS
 No! You will not trap me again!

159 STARSWIRL (131)
 Twilight! Push him in!

Twilight nods! WHITE LIGHT springs from her horn and encircles the Pony of Shadows like a giant bubble. She strains to move the bubble toward the portal.

But as she looks up, she sees the image of the Pony of Shadows within the bubble FLICKER.

Twilight blinks and pauses.

203 (204)
 160 TWILIGHT
 Huh?

The Pony of Shadows has become a small, gray, pony - Stygian.

160A 138 (139)
 The Pillars struggle with the strain of maintaining the gateway. Starswirl calls angrily--

129 (130)
 161 STARSWIRL
 What are you waiting for?

203 (204)
 162 TWILIGHT (205A) (206)
 There's...A pony in there.

She looks closer, leaning in, and there's a FLASH!

SC 16 - INT. MAGICAL LIGHT BUBBLE - CONTINUOUS

Suddenly, Twilight finds herself in the bubble along with Stygian. The shadows have been pushed to the edges of the bubble. Outside, the Mane 6 and Pillars continue their magic, watching and hearing all that transpires within:

203 (204)
 140 (141)
 163 TWILIGHT
 Are you...Stygian?

164 STYGIAN
 I was, once. Until my friends betrayed me.

203 (204)
 140 (141)
 165 TWILIGHT
 But Starswirl says you betrayed them. You wanted their magic...

166 STYGIAN
 No! I wanted their respect.

Stygian waves a hoof, and the shadows nearby coalesce to form a shadowy black and white rendering (like the watercolors from 725, but now charcoal) of himself with the Pillars, outside HIS VILLAGE. Ponies surround the Pillars, smiling, bringing them gifts, hoof-bumping. Stygian stands on the sidelines, watching.

140 | 41 | 142

167 STYGIAN (CONT'D)
I brought them together. I planned strategy, and I read all I could about the beasts we faced... But I didn't have magic or strength. So nopony every noticed me.

143

A shadowy image as Stygian assembles the Pillars' artifacts at PONHENGGE.

168 STYGIAN (CONT'D)
I went to Ponhenge to make my own copies of the artifacts. With them, I thought I could be a Pillar too! I wanted to surprise my friends and stand by their side in battle.

I/C INT. WELL OF SHADE -- The Pillars and the Mane 5, Spike, Sunburst and Starlight look into the transparent light bubble, SEEING AND HEARING everything.

169 STYGIAN (CONT'D)
I never wanted to steal their power. I just wanted to do more. To be noticed, like them!

146

The Pillars react to this information - ashamed, and sadder still when Stygian continues his heartbreaking tale:

170 STYGIAN (CONT'D)
But instead of sharing and letting me help... My friends threw me out.

143

BACK IN THE BUBBLE, Stygian looks sadly at a shadowy image of the Pillars chasing him away.

171 STYGIAN (CONT'D)
So I became stronger than any of them!

In the image, The shadows coalesce around Stygian like a cloak, forming the outline of the Pony of Shadows.

172 STYGIAN (CONT'D)
The darkness welcomed me when no pony would and I will do what I must to protect it!

Twilight shakes her head.

207 208

173 TWILIGHT
This is all a misunderstanding! If the Pillars knew how you felt, I'm sure they wouldn't have turned their backs on you. The shadow isn't who you really are. Let me help you be Stygian again.

I/C INT. WELL OF SHADE - Starlight notices that the bubble is wavering and dimming. She powers up her horn and blasts white magic at the bubble to maintain it...

140 143

174 STYGIAN
Even if my friends did still care, what makes you think you have the power to help me?

A ripple, and Starlight joins Twilight in the bubble. Twilight looks gratefully at her friend.

175 STARLIGHT
Because it's what she does. I wasn't so different from you and Twilight helped me change. If there's one pony in Equestria that can save a friendship, it's her.

145

Stygian looks from Starlight to Twilight, earnest, hopeful--

143

176 STYGIAN
I-- I want to believe you...

Suddenly the shadows around him surge forward, tendrils sprouting out from around him, surrounding him. It's clear that Stygian "isn't here" anymore - we are once again facing the evil PONY OF SHADOWS.

177 PONY OF SHADOWS
But the darkness will not be stopped!

144

A FLASH and then...

209

SC 17 - INT. WELL OF SHADE - CONTINUOUS

Twilight and Starlight are suddenly outside the bubble once again. The rainbow colored portal wavers as the Pillars and Mane 5 grow weak.

147 148

178 STARSWIRL
It's too late!

177A

The portal starts to collapse on itself.

210 212

179 TWILIGHT
Maybe for the portal. But not for Stygian.

213

Twilight's horn glows. The bubble around the Pony of Shadows <POPS>, freeing him. She addresses him, encouraging--

211

180 TWILIGHT (CONT'D)
Fight the darkness, Stygian! You don't need it anymore. Revenge isn't what you want, friendship is!

Twilight shines her magic toward the Pony of Shadows in a single, white beam.

The tendrils of shadow twist into a single column and BLAST at Twilight, knocking her off her feet.

147 148

181 STARLIGHT
Twilight!

The others all rush to her side as she tries to stand.

210 211

182 TWILIGHT
The shadow won't let go of him. He wants to stop, but he can't do it alone.

Starswirl moves to offer his hoof to help Twilight up.

147 148 B

183 STARSWIRL
Then we must help him.

149A B C

Starswirl points his horn toward the Pony of Shadows and shines his own white light toward him. Twilight joins in.

The other Pillars and Mane 5 use the elements to blast the Pony of Shadows with an awesome SURGE OF POWER (as in episodes 102 and 202)!

In the BLAST of light, the tendrils of shadow shrivel, shrink, and fly away like burnt paper as a glowing magical aura lifts all of them back up the well where...

SC 18 - EXT. HOLLOW SHADES - DAY

They all rise above ground. The fissures in the ground heal and in a final BLAST OF LIGHT the dark branches above the village transform to normal trees-- sunlight streaming through the leaves above.

(150) (151)

184 RAINBOW DASH
YEAH! It felt sooooo good to do
that again!

185 PINKIE PIE
Friendship power rush! Aaaah!

Pinkie hugs Spike and spins him in circles.

186 SPIKE
<sick spinning>

Rarity looks around and realizes - the elements are still in
one piece!

187 RARITY
The elements! They didn't
disappear.

188 FLUTTERSHY
Maybe because we used them for
healing magic instead of banishing?

(152)

189 APPLEJACK
Quiet, y'all. Look!

The group all looks to the well, where the Pony of Shadows
has transformed into a plain gray pony.

Stygian looks at them and smiles. Starswirl immediately
rushes up and Stygian shrinks back, uncertain. But Starswirl
bows to his friend:

190 STARSWIRL
Long ago you needed our help,
Stygian, but instead of listening,
we turned our backs on you. Pride
clouded my judgment... And I owe
you an apology.

160 (161)

159

Starswirl grabs Stygian in an embrace as the rest of the
Pillars gather around. Starswirl turns to Twilight, who
watches, smiling.

191 STARSWIRL (CONT'D)
Thank you for helping us see the
errors of our ways, Twilight. It
seems I never accounted for the
^{the} power of friendship. You are wise
beyond your years.

(153)

Twilight goes a bit tongue-tied at her idol's high praise.

244 ABC
150 153

192 TWILIGHT
Thank you, Swirlstar. Starswirl!

Starlight leans in, clears her throat-

193 STARLIGHT
<AHM> So apparently a
conversation can save Equestria?

154 155

Starswirl smiles ruefully.

153

194 STARSWIRL
Something tells me I will be making
a lot of apologies today.

As Twilight and Starlight exchange smiles...

SC 19 - INT. CANTERLOT CASTLE - DAY

The Mane Six, the Pillars, Starlight, Sunburst, Spike, and Stygian all gather in the Canterlot throne room. Starswirl stands beside the thrones looking at Celestia and Luna.

156 157

195 STARSWIRL
(to Celestia) I simply cannot
believe how tall you've gotten!

Luna grins at her sister and Celestia blushes.

196 CELESTIA
Well, it has been a thousand years.
(then)
Will you stay here and teach magic
once again? My sister and I have
such fond memories of your lessons.

197 LUNA
As long as you don't ask for those
essays we owed you before you
disappeared.

Starswirl smiles at his former pupils.

198 STARSWIRL
I am not certain Canterlot is where
I belong. The realm has grown and I
believe I'll have a look around
before I settle in any one place.

98A Meadowbrook and the other Pillars nod their agreement.

156 157

199 MEADOWBROOK
And I long to see what has become
of my home.

200 MISTMANE
I believe we all do.

201 CELESTIA
Then I hope you will return to
Canterlot on occasion and share the
wisdom of your great experience
with the next generation of ponies.

202 STARSWIRL
We would be honored, but if it is
wisdom you seek, look no further
than your own pupil. She showed me
that the power of friendship is a
magical force indeed.

He turns to Stygian.

203 STARSWIRL (CONT'D)
And that in turning away from
others, you hurt yourself as well.

The other Pillars gather around Stygian, who smiles.

Twilight turns to her friends--

215 6

204 TWILIGHT
It's funny...I thought meeting my
idol would give me all the answers
I ever wanted. But instead, I
forgot what I already knew.

Twilight turns to Starlight.

6

205 TWILIGHT (CONT'D)
Good thing I had a student of my
own to remind me.

And on this sweet moment...

FADE OUT

END